

*Counterparts - McDonald*

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RECORDED  
18771-A  
OCT 10 1996  
lgitomer@bjllp.com

October 10, 1996

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECEIVED  
SURFACE TRANSPORTATION BOARD  
OCT 10 3 42 PM '96

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lease Termination and Bill of Sale, a secondary document, dated October 9, 1996. The primary document to which this is connected is recorded under Recordation No. 18771. We request that this document be recorded under Recordation No. 18771-A.

The name and address of the party to the Instrument of Lease Termination and Bill of Sale is:

Lessor:

National Railway Equipment Company  
14400 S. Robey Street  
Dixmoor, IL 60426

A description of the equipment covered by the Instrument of Lease Termination and Bill of Sale consists of two GP-40-2 3000 hp locomotives numbered KCS 4736 (previously numbered 2002) and KCS 4738 (previously numbered 2031), and two GP-40 3000 hp locomotives numbered KCS 4741 (previously numbered 3020) and KCS 4742 (previously numbered 3013).

BALL JANIK LLP

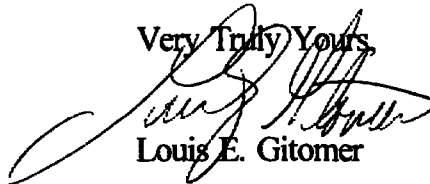
Honorable Vernon A. Williams  
October 10, 1996  
Page 2

A fee of \$22.00 is enclosed. Please return an original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Lease Termination and Bill of Sale by National Railway Equipment Company, 14400 S. Robey Street, Dixmoor, IL 60426, covering two GP-40-2 3000 hp locomotives numbered KCS 4736 (previously numbered 2002) and KCS 4738 (previously numbered 2031), and two GP-40 3000 hp locomotives numbered KCS 4741 (previously numbered 3020) and KCS 4742 (previously numbered 3013).

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001**


10/10/96

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/10/96 at 3:45PM, and assigned recordation number(s). 18771-A.

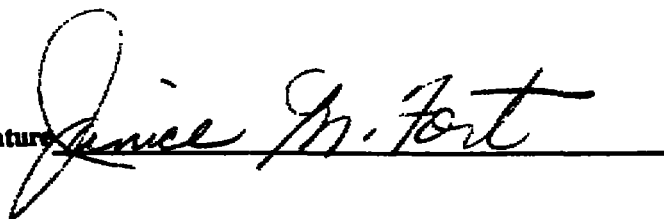
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDED 18771-A  
OCT 10 1996

### INSTRUMENT OF LEASE TERMINATION AND BILL OF SALE

The National Railway Equipment Company ("NRE"), the Lessor, this 9th day of October, 1996, terminates the lease of two GP-40-2 3000 hp locomotives numbered KCS 4736 (previously numbered 2002) and KCS 4738 (previously numbered 2031), and two GP-40 3000 hp locomotives numbered KCS 4741 (previously numbered 3020) and KCS 4742 (previously numbered 3013) (the "Locomotives") under the Locomotive Lease Agreement entered into as of March 3, 1994, between NRE, as Lessor, and the Kansas City Railway Company ("KCS"), as Lessee (the "Lease"), which was recorded at the Interstate Commerce Commission on April 18, 1994 in Recordation No. 18771.

WHEREAS, NRE desires to execute this Instrument to evidence for the public record the termination of the lease and of all the rights and obligations of NRE with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises, NRE does hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Locomotives. NRE, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration paid by KCS at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell transfer and set-over unto KCS, its successors and assigns, the Locomotives.

IN WITNESS WHEREOF, NRE has executed or caused this Instrument to be executed as of the date first above written.

NATIONAL RAILWAY EQUIPMENT COMPANY

By: *J. J. Massie*

Its: Assistant Secretary

State of Illinois                    )  
  ) ss.  
County of Will                    )

On this 9th day of October, 1996, before me personally appeared Jerry J. Massie, to me personally known, who, being by me duly sworn, says that (s)he is Assistant Secretary of National Railway Equipment Company, and that (s)he is duly authorized to sign the foregoing instrument on behalf of National Railway Equipment Company and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of National Railway Equipment Company.



Debra L. Radtke  
Notary Public

My commission expires: 4-18-97